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RECORDATION NO. 8152-B FILED

July 6, 2000

JUL 7 '00 11:39 AM

TS
SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated November 30, 1990, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement which was previously filed with the Commission under Recordation Number 8152.

The name and address of the party to the enclosed document are:

Lessor/Seller: TLX Properties Canada 86-101, Inc.
c/o McCarthy Tetrault
Suite 4700
Toronto Dominion Bank Tower
Toronto, Ontario
Canada M5K 1E6

[Lessee/Buyer: Canadian National Railway]

A description of the railroad equipment covered by the enclosed document is:

31 locomotives CN - 9488 CN - 9518

RS

Mr. Vernon A. Williams
July 6, 2000
Page Two

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

BILL OF SALE

JUL 7 '00

11-39 AM

TS
SURFACE TRANSPORTATION BOARD


TXL Properties Canada 86-101, Inc. (hereinafter called the "Seller"), for valuable consideration paid by Canadian National Railway Company (hereinafter called the "Buyer"), at or before the execution and delivery of these presents, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, bargain, sell, transfer, and set over unto the Buyer, its successors and assigns, its right, title and interest in the property described in Schedule A attached hereto.

TO HAVE AND TO HOLD the above described property unto the Buyer, its successors and assigns, for its and their own use and behoof, forever.

And the Seller hereby warrants unto the Buyer, its successors and assigns that, as of the date hereof, the Seller has legal title to the aforesaid property and good and lawful right to dispose of said property, and the Seller, for itself, its successors and assigns, covenants that it will warrant and defend such title against all claims and demands whatsoever.

The Seller further warrants that the aforesaid property is free and clear of all claims, liens, security interests and other encumbrances of record by or in favor of any person claiming by, through, or under the Seller other than such claims, liens, security interests and other encumbrances which are the responsibility of the Buyer in its capacity as Lessee under the Lease as defined in the Option Agreement referred to below.

THE AFORESAID PROPERTY IS BEING SOLD HEREIN ON AN "AS IS, WHERE IS" BASIS AND "WITH ALL FAULTS". THE SELLER MAKES NO WARRANTY, EITHER EXPRESS OR IMPLIED, INCLUDING ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, AND EXPRESSLY DISCLAIMS LIABILITY FOR LOST PROFIT OR FOR

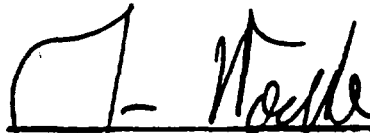


INDIRECT, INCIDENTAL, CONSEQUENTIAL, OR COMMERCIAL LOSSES AND ALL OTHER OBLIGATIONS OR LIABILITIES.

Such grant, bargain, sale, transfer and set over, as set forth hereinabove is pursuant to and in accordance with the provisions, terms and conditions of that certain Equipment Option Agreement dated as of March 31, 1988 ("Option Agreement") by and between the Seller and the Buyer, and the provisions, terms and conditions, including the representations and warranties made therein, of such Option Agreement are by this reference hereby incorporated herein and made a part of this Bill of Sale.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name by a duly authorized representative on this 30th day of November, 1990.

TXL PROPERTIES CANADA 86-101, INC.



Jan Noreke
President

Executed in Ridgefield, Connecticut
November 30, 1990

I hereby certify that a copy of this document was deposited in the Office of the Registrar General of Canada on the 30th day of December, A.D. 1990 at 2:30 p.m.


David D. Kirchmayer
Deputy Registrar General of Canada

s/mkf/1127bill

Schedule 'A'

Equipment Schedule

Description of
Rolling Stock

Quantity

GP-40-2 4 axle, 4 motor diesel
locomotives rated at 3,000
horsepower bearing road numbers
CN-9488 to CN-9490 inclusive
and built in accordance with
General Motors specifications
number 8091 dated January 23,
1972 and CN specification No.
R-30-36-S dated May, 1973

3

GP-40-2 4 axle, 4 motor diesel
locomotives rated at 3,000
horsepower bearing road numbers
CN-9491 to CN-9493 inclusive
and built in accordance with
General Motors specification
number 8091 dated January 23,
1972 and CN specification No.
R-30-36-S dated May, 1973

3

GP-40-2 4 axle, 4 motor diesel
locomotives rated at 3,000
horsepower bearing road numbers
CN-9494 to CN-9518 inclusive
and built in accordance with
General Motors specifications
numbers 8091 dated January 23,
1972 and CN specification No.
R-30-36-S dated May, 1973.

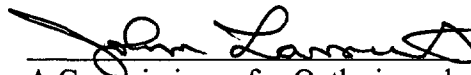
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CANADA) TO ALL WHOM THESE PRESENTS
)
PROVINCE OF QUEBEC) MAY COME, BE SEEN OR KNOWN
)
JUDICIAL DISTRICT)
OF MONTREAL)

I, JOHN A.N. LAMONT, a Commissioner for Oaths in and for the Province of Quebec, by the authority thereof duly appointed, residing in the City of Montreal, in the District of Montreal, in the said Province, DO HEREBY CERTIFY that the paper writing, unto which this certificate is annexed, is a true and correct copy of a **BILL OF SALE dated November 30, 1990 executed by TXL Properties Canada 86-101, Inc. in favor of Canadian National Railway Company**, the same having been compared by me with the original document, an act whereof being requested I have granted under my hand and seal of office to serve and avail as occasion shall or may require.

DATED at Montreal, Quebec this 28th day of June, 2000.



A Commissioner for Oaths in and
for all judicial districts of the
Province of Quebec, Canada

My Commission expires: September 14, 2001

Seal: JOHN LAMONT
Commissioner for Oaths
Commissaire à l'Assermentation
Province of Quebec
Expires September 14, 1995 2001